## TRADEMARK ASSIGNMENT

# Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: Confirmation of Merger

#### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Local Insight Yellow Pages, Inc.		09/20/2010	CORPORATION: OHIO

## **RECEIVING PARTY DATA**

Name:	The Berry Company LLC
Street Address:	188 Inverness Drive West
Internal Address:	Suite 800
City:	Englewood
State/Country:	COLORADO
Postal Code:	80112
Entity Type:	LIMITED LIABILITY COMPANY: COLORADO

## PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	77828562	BERRYLEADS
Serial Number:	77658152	BE
Serial Number:	77658156	BERRY
Serial Number:	77658154	BERRY

# **CORRESPONDENCE DATA**

Fax Number: (212)455-2502

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (212) 455-3605

Email: ksolomon@stblaw.com

Correspondent Name: Genevieve Dorment, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER: 509600/0298

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NAME OF SUBMITTER:	Genevieve Dorment
Signature:	/gd/
Date:	09/20/2010
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# CONFIRMATION OF MERGER

This Confirmation of Merger ("Merger Confirmation") references the following: (a) the Credit Agreement, dated as of April 23, 2008 (as amended or otherwise modified from time to time, the "Credit Agreement"), among Local Insight Regatta Holdings, Inc. (the "Borrower"), the lenders from time to time party thereto (the "Lenders") and JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent for the Lenders (the "Collateral Agent"); (b) the Guaranty and Collateral Agreement, dated as of April 23, 2008 (as amended or otherwise modified from time to time, the "Guaranty & Collateral Agreement"), among the Borrower, the Guarantors from time to time party thereto and the Collateral Agent; and (c) the Trademark Security Agreement, dated as of April 23, 2008 (as amended or otherwise modified from time to time, the "Trademark Security Agreement"), by Local Insight Yellow Pages, Inc., a predecessor to The Berry Company LLC (the latter, together with its respective successors and assigns, the "Grantor"), in favor of the Collateral Agent.

WHEREAS, pursuant to Section 4.01(a) and 4.01(a)(xi) of the Guaranty & Collateral Agreement, such predecessor to Grantor granted to the Collateral Agent, for the benefit of the Secured Parties (as defined therein), a Security Interest in the Article 9 Collateral (as such terms are defined therein), which includes Intellectual Property, which includes trademarks;

WHEREAS on or about May 23, 2008, the Grantor was merged into The Berry Company LLC ("<u>Surviving Grantor</u>"), as evidenced by the Statement of Merger attached as <u>Exhibit A</u> hereto, and the Surviving Grantor is currently the grantor of the Security Interest in the Guaranty & Collateral Agreement for (among other assets) the registered trademarks listed on Exhibit B hereto;

WHEREAS, pursuant to Section 4.01(a) and 4.01(a)(xi) of the Guaranty & Collateral Agreement, such Security Interest includes all Intellectual Property (which includes trademarks) "now owned or at any time hereafter acquired by such Grantor in which such Grantor now has or at any time in the future may acquire any right, title or interest";

WHEREAS, pursuant to Section 4.01(b) of the Guaranty & Collateral Agreement, the Collateral Agent is authorized to file with the U.S. Patent and Trademark Office such documents as may be necessary for the purpose of perfecting, confirming, continuing, enforcing or protecting the above Security Interest; and

WHEREAS, the Collateral Agent wishes to record this Merger Confirmation pursuant to its authorization in Section 4.01(b), so as to reconfirm and continue to provide all persons with notice of the Surviving Grantor for the above security interest in the attached registered trademarks;

NOW THEREFORE, the Collateral Agent submits the following Merger Confirmation to the U.S. Patent and Trademark Office.

SECTION 1. <u>Terms</u>. Each capitalized term used but not defined herein shall have the meaning assigned to it in the Guaranty & Collateral Agreement or the Credit

Agreement. The rules of construction specified in Section 1.2 of the Credit Agreement also apply to this Merger Confirmation.

SECTION 2. <u>Confirmation of Merger</u>. Pursuant to the authority granted to the Collateral Agent in Section 4.01(b) of the Guaranty & Collateral Agreement, the Collateral Agent hereby submits this Merger Confirmation to the U.S. Patent and Trademark Office to confirm the merger of the original Grantor under the Guaranty & Collateral Agreement into the Surviving Grantor, which resulted in the Surviving Grantor being obligated thereunder and having granted the Security Interest therein for (among other assets) the registered trademarks listed on Exhibit B hereto.

SECTION 3. <u>Guaranty & Collateral Agreement</u>. Pursuant to the Trademark Security Agreement, the Collateral Agent's rights with respect to the Security Interest in the attached trademark registrations included in the Article 9 Collateral are fully set forth in the Guaranty & Collateral Agreement, the terms and provisions of which were incorporated in the Trademark Security Agreement by reference as if fully set forth therein.

SECTION 4. <u>Governing Law.</u> THIS MERGER CONFIRMATION SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

Dated: September 20, 2010

JPMORGAN CHASE BANK, N.A., as Collateral Agent

By:

Name: Title:

# EXHIBIT A – Statement of Merger

See attached.

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# Statement of Merger (Surviving Entity is a Domestic Entity)

filed pursuant to § 7-90-203.7 of the Colorado Revised Statutes (C.R.S.) 1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction

ID Number	(Colorado Socretary of State 10 number)			
Entity name or true name	Local Insight Yellow Pages, I	nc.		
Form of entity	Corporation			
Jurisdiction	Ohio			
Street address	188 Inverness Drive West, Suite 800 (Sirest number and nume)			
	Englewood	co	80112	
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2. For the surviving entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

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Entity name or tr	ne name	The Berry Company LLC		
Form of entity		Limited Liability Company		
Jurisdiction	c	Colorado		
Street address	1	188 inverness Drive West,	Suite 800	
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	-	Englewood	CO	80112
	-	(City)	(State)	(ZIF/Postal Code)
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# Statement of Merger (Surviving Entity is a Domestic Entity)

filed pursuant to § 7-90-203.7 of the Colorado Revised Statutes (C.R.S.)

For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number

(Colorado Secretary of State 10 number)

Entity name or true name	Local Insight Yellow Pages, It	nc.	
Form of entity	Corporation		
Jurisdiction	Ohio		
Street address	188 Inverness Drive West, Suite 800		
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	Form of entity	Limited Liability Company		
	Jurisdiction	Colorado		
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# $EXHIBIT\ B-Registered\ Trademarks$

See attached.

# U.S. Trademarks/Trademark Applications

Title	Reg. No./ App. No.
BERRYLEADS	77/828,562
BE AND DESIGN	77/658,152
BERRY	77/658,156
BERRY AND DESIGN	77/658,154

TRADEMARK REEL: 004281 FRAME: 0828

**RECORDED: 09/20/2010**